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Dominique Wall
Corporate Law Clerk
Borden Ladner Gervais LLP

BY-LAW NO. 1A

**A by-law relating generally to the conduct
of the affairs of**

The Children's Bridge

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BY-LAW NO. 1A

A by-law relating generally to the conduct
of the affairs of

The Children's Bridge

(the "**Corporation**")

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE I
INTERPRETATION

1.1 Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations, and any statute that may be substituted therefor, as amended from time to time;
- (b) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "**Board**" means the board of Directors of the Corporation;
- (d) "**By-Law**" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "**Director**" means a member of the Board;
- (f) "**meeting of Members**" includes an annual meeting of Members and a special meeting of Members;
- (g) "**Member**" means a member of the Corporation, namely a Voting Member and a Non-Voting Member, provided that where references are made to "**Members**" in this By-Law in respect of meetings of Members and votes by Members, the reference shall be only to that class or classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matters;
- (h) "**Non-Voting Member**" means the class of Members described in Section 3.2(b) of this By-Law;
- (i) "**Officer**" means an officer of the Corporation appointed in accordance with this By-Law;
- (j) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution;

- (k) “**Proposal**” means a proposal submitted by a Member that meets the requirements of Section 163 (Member Proposals) of the Act, as more particularly described in Section 4.3 hereof;
- (l) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) “**special business**” has the meaning set out in Sections 4.2 and 4.4 of this By-Law;
- (n) “**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue called to consider special business;
- (o) “**Special Resolution**” means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution and if a class vote is required, shall mean a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution by each class that is entitled to vote; and
- (p) “**Voting Member**” means the class of Members described in Section 3.2(a) of this By-Law.

1.2 Interpretation. In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II GENERAL

2.1 Registered Office. The registered office of the Corporation shall be situated in the City of Ottawa, Province of Ontario or as otherwise determined by the Board.

2.2 Corporate Seal. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The seal is to be used in the conduct of official business of the Corporation.

2.3 Fiscal Year. The fiscal year of the Corporation shall end on July 31 of each year or as otherwise determined by the Board.

2.4 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.5 Banking. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.6 Invalidity of any Provisions of this By-Law. The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

2.7 Adoption Agency. Notwithstanding anything herein contained to the contrary, the Corporation, as an adoption agency, shall adhere to all applicable laws and regulations as may be in force from time to time, including, without limitation, any financial reporting or board membership requirements.

ARTICLE III MEMBERS

3.1 Entitlement. Membership in the Corporation shall be available only to persons interested in furthering the Corporation’s purposes, who qualify under Section 3.2(a) or Section 3.2(b), and who have applied for and been accepted as a Member by resolution of the Board or in such other manner as may be determined by the Board.

3.2 Membership Conditions.

Subject to the Articles, there shall be two (2) classes of Members in the Corporation, namely, Voting Members and Non-Voting Members. The following conditions of membership shall apply:

(a) **Voting Members:**

- (i) Subject to Section 3.2(c) hereof, membership as a Voting Member shall only be available to the following:
 - (A) individuals who have completed or are in the process of completing an adoption facilitated by the Corporation; or
 - (B) individuals who are over the age of twenty-one (over age 21) and whose adoptions were facilitated by the Corporation; or
 - (C) Directors.
 - (ii) As set out in the Articles, each Voting Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Voting Member shall be entitled to one (1) vote at such meetings.
- (b) **Non-Voting Members:**
- (i) Subject to Section 3.2(c) hereof, membership as a Non-Voting Member shall only be available to individuals interested in furthering the Corporation's purposes.
 - (ii) As set out in the Articles, each Non-Voting Member shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Corporation.
- (c) Notwithstanding anything contained in Section 3.2(a) and Section 3.2(b) hereof the staff of the Corporation shall not be permitted to serve as Members.

3.3 Transferability of Membership. A membership may only be transferred to the Corporation.

3.4 Termination of Membership. The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of a corporation, is dissolved;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or the By-Law;
- (c) the Member's term of membership expires;
- (d) the Member ceases to qualify as a Member pursuant to Section 3.2(a) or Section 3.2(b)
- (e) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. No membership due will be returned to a previous Member upon termination of such Member's membership.

3.5 Resignation. Any Member may resign as a Member by delivering a written resignation to the Executive Director, in which case such resignation shall be effective from the date specified in the resignation.

3.6 Discipline of Members. The Board shall have the authority to suspend or expel any Member for any one or more of the following reasons:

- (a) violating any provision of the Articles, By-Law, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President or such other Officer as may be designated by the Board shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President or such other Officer as may be designated by the Board, the President or such other Officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Section 3.6, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.7 Membership Dues. The Board may require Members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within two (2) calendar month of the membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Corporation.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Place of Meetings. Meetings of the Members shall be held at the registered office of the Corporation or at any place within Canada determined by the Board.

4.2 Annual Meetings. The Board or, upon the instruction of the Board, the President or the Vice-President together with the Secretary, shall call an annual meeting of the Members no later than eighteen (18) months after the Corporation came into existence and subsequently, not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing Directors;
- (c) appointing, or re-appointing, a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any business transacted under (d) shall constitute special business. Audited financial statements and minutes from the previous year's annual general meeting are to be made public at every annual meeting.

4.3 Proposals at Annual Meeting. A Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "**Proposal**"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) of Members entitled to vote at the meeting at which the Proposal is to be presented. Provided the Proposal complies with the Act, the Corporation shall include the Proposal in the notice of meeting, and, if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

4.4 Special Meetings. The Board or, upon the instruction of the Board, the President or the Vice-President together with the Secretary, may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members, which shall constitute special business. The Board shall call a special meeting of Members on written requisition of not less than five percent (5%) of the Members with voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.5 Notice of Meetings. Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each Director; and
- (c) to the public accountant of the Corporation, if any.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XIV of this By-Law and shall, subject to the Act, include any Proposal submitted to the Corporation under Section 4.3 of this By-Law and shall remind the Members that they can vote by way of absentee voting in accordance with Section 4.13 hereof. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.6 Waiving Notice. A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.7 Persons Entitled to be Present. The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the Executive Director. Any other person may be admitted only on the invitation of the chair of the meeting and with the consent of the majority of the Directors.

4.8 Chair of the Meeting. In the event that the President and the Vice-President are both absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.9 Quorum. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be set at five (5) Voting Members. In the case where Non-Voting Members have voting rights pursuant to section 197(1) of the Act, a quorum for Non-Voting Members shall be set at a majority.

If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or, if permitted, by proxy or by telephonic and/or other electronic means.

4.10 Participation at Meetings by Telephone or Electronic Means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.

4.11 Meeting Held by Electronic Means. If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely

by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.12 Adjournment. The chair of the meeting may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.13 Absentee Voting. In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing in writing a proxyholder and one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member:
 - (A) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (B) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - (iii) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (iv) if a form of proxy is created by a person other than the Member, the form of proxy shall:
 - (A) indicate, in bold-face type:
 - (1) the meeting at which it is to be used;

- (2) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and
 - (3) instructions on the manner in which the Member may appoint the proxyholder;
- (B) contain a designated blank space for the date of the signature;
 - (C) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (D) provide a means for the Member to specify that the membership registered in the Member's name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors;
 - (E) provide a means for the Member to specify that the membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors; and
 - (F) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section 4.13(a)(iv)(D) or 4.13(a)(iv)(E) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (v) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 4.13(a)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - (vi) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - (vii) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect;

- (b) by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
- (c) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.14 Votes to Govern. Other than as otherwise required by the Act or this By-Law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

4.15 Show of Hands. Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. If a meeting is held by telephonic or electronic means, the chair of the meeting may implement a process approximating a show of hands.

4.16 Ballots. For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair of the meeting directs and the decision of the Members on the question shall be determined by the result of such ballot.

4.17 Resolution in Lieu of Meeting. Except where a written statement is submitted to the Corporation by a Director under subsection 131(1) of the Act or by a public accountant under subsection 187(4) of the Act:

- (a) a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

4.18 Annual Financial Statements. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual

Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

4.19 Auditor. The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditors shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be subject to the approval of the Board. The Directors shall see that all necessary books and records of the Corporation required by the By-Law of the Corporation or by any applicable statute or law are regularly and properly kept.

ARTICLE V DIRECTORS

5.1 Powers. The Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number. Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles specify a minimum and a maximum number of Directors, the Board shall be composed of the fixed number of Directors within such range as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Board to determine the number, by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director.

5.3 Qualifications. The following persons are disqualified from being a Director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt;
- (e) an employee of the Corporation; and
- (f) a person who is in the process of completing an adoption (save and except if the adoption has been completed).

5.4 Election and Term. The Members shall elect the Directors by Ordinary Resolution, at the first meeting of Members and at each annual meeting at which an election of Directors is required. Directors shall hold office for a term expiring not later than the close of the third (3rd) annual meeting of Members following the election. Not all Directors elected at a meeting of Members need to hold office for the same term. A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following his/her election,

but, if qualified, is eligible for re-election. If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected. No person may be elected to the Board for more than nine (9) consecutive years.

5.5 Consent. A Director who is elected or appointed must consent to hold office as a Director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days of such election; or
 - (ii) by acting as a Director after such person's election or appointment.

5.6 Vacation of Office. A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director.

5.7 Resignation. A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.8 Removal. The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.9 Vacancies. Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Directors. Notwithstanding the above, if there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number or minimum number of Directors provided in the Articles, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. If the Director who is ceasing to hold office was elected by a particular class or group of Members, such vacancy shall only be filled by a vote of the Members of that particular class or group of Members.

5.10 Remuneration and Expenses. The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from their position as such. The Directors of the Corporation may, by resolution, fix the reasonable remuneration of the Officers and employees of the Corporation. Any Director, Officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a Director, Officer or employee. In addition, a Director or Officer or Member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as a Director or Officer or Member.

5.11 Borrowing Powers and Other Powers. The Board of the Corporation may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation;
- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an Officer or Officers of the Corporation, such authority to such maximum amounts as determined by the Board;
- (f) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an Officer or Officers of the Corporation such authority; and
- (g) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

ARTICLE VI COMMITTEES

6.1 Delegation - Executive Committee. The Board may appoint from their number a managing Director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing Director or committee any of the powers of the Board except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

6.2 Other Committees. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such Regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. Committee members shall serve as such without any remuneration and no committee member shall directly or indirectly receive any profit from their position as such. Any committee member may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a committee member. In addition, subject to Section 5.10, a committee member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as a committee member.

ARTICLE VII EMPLOYEES AND AGENTS

7.1 Appointment by the Board. Subject to the Act, the Articles, and this By-Law, the Board may appoint or engage such agents and/or such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or engagement.

ARTICLE VIII POLICIES AND PROCEDURES

8.1 Approval by the Board. Subject to the Act, the Articles, and this By-Law, policies and procedures of the Corporation, and any amendments and/or substitution thereof, are subject to the approval of the Board.

ARTICLE IX MEETINGS OF DIRECTORS

9.1 Place of Meetings. Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

9.2 Right of Executive Director to Attend Meetings:

- (a) Subject to Section 9.2(b), unless the Board decides otherwise, the Executive Director shall have the right to attend and, in a non-voting capacity, to participate in all meetings of the Board and all committees thereof.
- (b) Unless the Board decides otherwise, the Executive Director shall not have the right to attend and participate in a meeting of the Board or a committee of the Board at which the Executive Director's performance and/or compensation will be discussed, nor shall the Executive Director have the right to receive any notices, packages, information and/or reports that the Corporation delivers to the Directors for the purpose of such meeting.

9.3 Calling of Meetings. Meetings of the Board may be called by the President, the Vice-President, or any two (2) Directors at any time.

9.4 Notice of Meeting. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article XIV of this By-Law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

9.5 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director

immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

9.6 Quorum. A majority of the number of Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 9.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

9.7 Resolutions in Writing. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

9.8 Participation at Meeting by Telephone or Electronic Means. A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

9.9 Chair of the Meeting. In the event that the President and the Vice-President are both absent, the Directors who are present shall choose one of their number to chair the meeting.

9.10 Votes to Govern. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one (1) vote. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

ARTICLE X OFFICERS

10.1 Appointment. The Board may designate the offices of the Corporation, appoint individuals as Officers on an annual or more frequent basis, specify their duties and delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer must be a Director unless these By-Laws otherwise provide, save and except for the Executive Director as further provided in Section 11.1(e) of this By-Law. Two (2) or more offices may not be held by the same person.

**ARTICLE XI
DESCRIPTION OF OFFICES**

11.1 Description of Offices. Unless otherwise specified by the Board, the Officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) **President of the Board** – The President of the Board, if one is appointed, shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
- (b) **Vice-President of the Board** – If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members and shall have such others duties and powers as the Board may specify.
- (c) **Secretary** – If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation and shall have such powers and duties as the Board may specify.
- (d) **Treasurer** – If appointed, the Treasurer shall have such powers and duties as the Board may specify, which powers may include, without limitation: oversight over the management of the funds and securities of the Corporation, oversight over the accounting of transactions, financial reporting and financial operations of the Corporation and such other duties as may from time to time be directed by the Board.
- (e) **Executive Director** – The Executive Director shall be employed or engaged by the Board on such terms as the Board deems appropriate. If employed, such terms and conditions of employment of the Executive Director shall be set out in a written employment agreement entered into between the Executive Director and the Corporation. Pursuant to Section 10.1 of this By-Law, the Executive Director is not required to be a Director.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer

11.2 Vacancy in Office. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer’s successor being appointed;

- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of appointment);
or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

11.3 Remuneration of Officers. The remuneration of all Officers appointed by the Board shall be determined in accordance with Section 5.10.

ARTICLE XII CONFLICT OF INTEREST

12.1 Conflict of Interest. The Directors and Officers shall comply with the conflict of interest provisions of the Act and any policies or codes of conduct of the Corporation.

ARTICLE XIII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

13.1 Standard of Care. Every Director and Officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-Law and policies of the Corporation.

13.2 Limitation of Liability. Provided that the standard of care required of the Director or Officer under the Act and the By-Law has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act or the Regulations.

13.3 Indemnification of Directors and Officers. The Corporation shall indemnify a Director, an Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil,

criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

13.4 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 13.3 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation; or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

13.5 Advances. With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer does not fulfill the conditions of Section 151(3) of the Act.

ARTICLE XIV NOTICES

14.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility. A Special Resolution of the Members is required to make any amendment to the By-Law of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given at a time it would be delivered in the ordinary course of mail; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic

server or equivalent facility. The Secretary or the President may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary or the President to be reliable. The declaration by the Secretary or the President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

14.2 Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Law, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

14.3 Waiver of Notice. Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE XV DISPUTE RESOLUTION

15.1 Mediation and Arbitration. Disputes or controversies among Members, Directors, or Officers of the Corporation are as much as possible to be resolved in accordance with mediation and, to the extent necessary, arbitration as such is provided in Section 15.2.

15.2 Dispute Resolution Mechanism. In the event that a dispute or controversy among Members, Directors, or Officers of the Corporation arising out of or related to the Articles or By-Law, or out of any aspect of the activities or operations of the Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or Officers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a confidential process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the

Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal or review on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XVI SPECIAL RESOLUTIONS AND VOTING BY CLASS

16.1 Special Resolutions. A Special Resolution of the Members is required to make any amendment to these By-Law or to the Articles to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of Directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or

- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

16.2 Voting by Class or Group. The Members of a class of Members are entitled to vote separately as a class on a Proposal to make an amendment referred to in Section 16.1 to:

- (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- (b) add, change or remove the rights or conditions attached to the memberships of the class or group, including
 - (i) to reduce or remove a liquidation preference, or
 - (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
- (c) increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- (d) increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- (e) create a new class or group of Members having rights equal or superior to those of the class or group; or
- (f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

ARTICLE XVII BY-LAW AND EFFECTIVE DATE

17.1 By-Law and Effective Date. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. Despite the forgoing, a By-Law amendment that requires a Special Resolution as set out in Article XVI is only effective when confirmed by Members. Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All

Directors, Officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

ENACTED by the Board this ²³ _____ day of January, 20¹⁹_____.



Frances McRae, President



Martha MacLaine, Secretary

CONFIRMED by the Members this ²³ _____ day of January, 20¹⁹_____.



Frances McRae, President



Martha MacLaine, Secretary